

# **BY-LAWS**

## **BOARD OF DIRECTORS**

### **PUREVIEW HEALTH CENTER, INCORPORATED**

#### **ARTICLE I: PURPOSE**

##### **PureView Health Center Mission Statement To Provide Quality, Comprehensive Healthcare with Comfort**

To provide comprehensive primary health care to the medically underserved population of Lewis and Clark County, Montana, through PureView Health Center in accordance with the requirements set forth in 42 U.S.C. 254b, and in cooperation with and under the fiscal and personnel, statutory and administrative authorities of Lewis and Clark County as co-applicant in accordance with 42 C.F.R. 51c.302(a).

#### **ARTICLE II: BOARD OF DIRECTORS**

Section 1: PureView Health ("PVHC") is a "public center" as defined under Section 330 of the Public Health Service Act, 42 U.S.C. 254b ("Section 330") and implementing regulations set forth at 42 C.F.R. Part 51c, whose co-applicant is Lewis and Clark County. Pursuant to Section 330, the implementing regulations and related policies and Program Requirements issued by the Health Resources and Services Administration ("HRSA") within the U.S. Department of Health and Human Services ("DHHS") (collectively, the requirements of Section 330), the Board of Directors of PVHC (the "Board of Directors"), autonomously exercises certain powers with respect to the governance of the Health Center, Lewis and Clark County has voluntarily delegated certain additional powers to the Board of Directors for the governance of the Health Center. The co-applicant board arrangement has been approved by HRSA and consequently, the Board of Directors shall autonomously exercise the following powers with respect to the Health Center:

- 1.1 Adopt and periodically review, evaluate and revise, as necessary, health care policies including the scope and availability of services to be provided by the Health Center, the mode of delivery of services, the location and hours of operation, the quality-of-care audit procedures and quality improvement/assurance programs and plans for the Health Center;

- 1.2 Adopt and evaluate at least once every three years, and, as needed, approve updates to policies in the areas of Sliding Fee Discount Program, and Billing and Collections. These policies shall comply with Section 330 and 42 C.F.R. Part 51c requirements. These policies are subject to the concurrence of Lewis and Clark County, as set forth in the Co-Applicant Agreement between PureView Health Center and Lewis and Clark County (the "Co-Applicant Agreement").
- 1.3 Measure and evaluate the Health Center's activities at least annually, including service utilization patterns, productivity, patient satisfaction, progress in meeting annual and long-term programmatic and financial goals and objectives, and development of a process for hearing and resolving patient complaints;
- 1.4 Participate in operational and strategic planning for the Health Center, as well as ongoing review and, as necessary, recommendation of revisions of the Health Center's mission, By-laws and strategic plan;
- 1.5 Review and approve the annual PureView Program project budget (based on HRSA grant period), which outlines the proposed uses of both Health Center Program award and non-Federal resources and revenue, prepared under the direction of the PureView Health Center management. The project budget shall comply with Section 330 and 45 C.F.R. Part 75 requirements. In addition, review and approve the annual PureView County budget (based on the County's fiscal year) prepared under the direction of the PureView Health Center management. The PureView County budget shall comply with Section 330 and 45 C.F.R. Part 75 requirements.

All of the above shall be presented to the Lewis and Clark Board of County Commissioners ("BoCC"). In the event the BoCC proposes revisions to either budget, such revisions shall be presented to the PVHC Board of Directors for final approval and implementation of the budgets.

- 1.6 Approve the annual Section 330 grant application, and other grant applications and formal requests to federal, state, local and private agencies related to the Health Center's Scope of Project, including but not limited to Change in Scope requests submitted to HRSA.

All of the above shall be presented to the BoCC. In the event the BoCC proposes revisions to either document listed above, such revisions shall be presented to the PVHC Board of Directors for final approval.

- 1.7 Select, evaluate and dismiss the Executive Director of the Health Center, as addressed more specifically in the Co-Applicant Agreement;



- 1.8 Subject to and consistent with Section 4.1 of the Co-Applicant Agreement, follow Lewis and Clark County's financial management and accounting systems policies and procedures, including the provision for an audit on an annual basis by an independent certified public accountant or public accountant licensed prior to December 31, 1970, to determine, at a minimum, the fiscal integrity of grant financial transactions and reports, and compliance with the regulations of this part and the terms and conditions of the grant. Monitor the financial status of the health center, including the review of the annual audit results, and ensure appropriate follow-up actions are taken.
- 1.9 In conjunction with Lewis and Clark County, as described in the Co-Applicant Agreement, assure that the Health Center is operated in compliance with applicable Federal, State and local laws and regulations;
- 1.10 Measure and evaluate the Health Center's achievements at least annually and utilize the knowledge gained thereby to revise the Health Center's goals, objectives, plan and budget as necessary and appropriate, including providing recommendations regarding the establishment of linkages with other health care providers and/or health care programs; and
- 1.11 Provide direction for long-range planning, including but not limited to identifying health center priorities and adopting a three-year plan for financial management and capital expenditures.
- 1.12 All other authorities and responsibilities except those specified in governance authorities and responsibilities delegated to PureView Health Center under the Co-Applicant Agreement, which are required by Section 330 and implementing regulations and policies to be vested in a Section 330-compliant governing board.

### **ARTICLE III: MEMBERSHIP**

Section 1: Board Formation. The Board will be formed in accordance with federal rules for co-applicant governance of federally funded community health centers as set forth in 42 CFR 51c.302(a).

#### Section 2: Board Membership.

2.1 The Board will consist of no less than nine and no more than twenty-five persons.

- 2.2 A majority of the members of the Board of Directors must be recipients (“consumers”) of healthcare services delivered by the Health Center, and shall reasonably represent the patient population of the Health Center in terms of demographic factors such as race, ethnicity, gender, age and socioeconomic status and should live in the area served by the Health Center. “Consumer” members are defined as current registered patients of the Health Center who have accessed the Health Center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit. A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant consumer, may be considered a consumer member for purposes of Board representation.
- 2.3 The remaining members of the Board of Directors (“non-consumers”) shall be representative of the community served by the Health Center and shall be selected by the Board of Directors for their expertise and broad range of skills in areas such as community affairs, local government, finance and banking, legal affairs, business, trade unions, other commercial and industrial concerns, or social service agencies within the community, in accordance with these by-laws. No more than one-half of these non-consumer members of the Board of Directors may be individuals who derive more than 10% of their annual income from the health care industry. The non-consumer members of the Board of Directors should live or work in the area served by the Health Center.
- 2.4 To the extent that the Health Center receives funding under Section 330(h) of the Public Health Service Act, the Board of Directors shall include at least one representative from such special population (each current member(s) of the population or advocate(s) for the population), consistent with the then current policies of HRSA.
- 2.5 No member of the Board of Directors shall be an employee of PureView Health Center or of Lewis and Clark County or an immediate family member (*i.e.*, spouse, child, parent, or sibling, by blood, marriage or adoption) of an employee of PVHC or Lewis and Clark County. The Board will verify that the Board of Directors does not include members who are current employees of PureView Health Center or of Lewis and Clark County or an immediate family member on an annual basis.
- 2.6 The Executive Director may serve only as a non-voting, *ex-officio* member of the Board of Directors.

Section 3: Conflicts of Interest. Each member of the Board is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest to their position on the Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure to fully disclose as required by the Article is cause for removal from office.



Section 4: Terms of Office. Members of the Board shall serve three-year terms with one-third of the membership up for re-appointment every year. Terms will begin at the conclusion of the annual meeting in October. Terms shall be limited to two consecutive terms.

Section 5: Vacancies. Vacancies will be filled by a majority vote of the membership from a slate of nominees prepared by the nominating committee and presented at least one meeting previous to the vote. Nominees will be chosen to represent, as closely as possible, the - make-up of the membership as described in Section 2.

Section 6: Ex-Officio Members. The Board may have ex-officio members who will have all the privileges and responsibilities of membership except for voting privileges.

Section 7: Compensation. Members shall serve without compensation, except that reasonable expenses shall be paid when travel or other activities occur as a result of Board action.

#### **ARTICLE IV: MEETINGS**

Section 1: Annual Meeting. The October meeting of the Board shall be the annual meeting.

Section 2: Regular Meetings. Regular meetings of the Board shall be held at least monthly, at a time and place designated by the Board. Meetings may also be held during telephone/video conference call.

Section 3: Special Meetings. Special meetings may be called by the chair or by the majority of the Board by giving two days written - notice.

Section 4: Quorum. A quorum shall be constituted by a simple majority of the Board in attendance.

Section 5: Voting. All questions at meetings of the Board shall be decided by majority vote of those entitled to vote and present in person at the meeting. Each member is entitled to one vote.

Section 6: Termination. Membership on the Board may be terminated by a member's resignation or by resolution of the Board after any member has missed more than three (3) consecutive meetings without good reason or by two-thirds vote of the Board whenever, in its judgement, the best interest of the Center will be served. The chair will contact any member who has missed three (3) consecutive meetings without good reason.

Section 7: Open Meeting Law. All meetings shall be conducted in accordance with Montana state open meeting law.

## ARTICLE V: OFFICERS

Section 1: Officers. The officers of the Board shall consist of the chair, vice-chair, secretary and treasurer and such other officers as may be determined by the Board. The positions of secretary and treasurer may be held simultaneously by the same Board member.

Section 2: Chair. The chair shall be selected from the Board and shall preside over all meetings of the Board. The chair shall be kept advised of the general affairs of the PureView Health Center and ensure that all orders, resolutions and policies of the Board are implemented. The chair shall have the usual powers and duties customarily vested in the office of chair of the Board and shall perform other duties as may be assigned to the chair by the Board. The Chair shall serve as an *ex-officio* member of all committees of the Board of Directors.

Section 3: Vice-Chair. The vice-chair shall perform the duties of the chair when the chair is absent, and when so acting shall have all the power and be subject to all restrictions upon the chair. The vice-chair shall also perform such other duties as may be assigned by the Board.

Section 4-: Secretary. The Secretary shall be responsible for keeping, or causing to be kept, at the principal office of PVHC the books and records of the Board. The Secretary shall keep or cause to be kept minutes of the Board meetings, and shall be responsible for verifying the minutes of the proceedings of Board of Directors' meetings. The Secretary shall have the usual powers and duties customarily vested in the office of Secretary of the Board of Directors and shall perform other duties delegated by the Chair or the Board of Directors.

Section 5-: Treasurer. The treasurer shall monitor and report quarterly on the program accounts and funds and may act as secretary in the secretary's absence and perform other duties as assigned by the Board.

Section 6-: Elections. Officers shall be elected from a slate prepared by the Nominating Committee and presented at least one meeting prior to the election. Elections will be held at the October meeting each year at which the Nominations Committee will make a recommendation to the full Board, and the full Board will vote on the slate of officers.

Section 7-: Term of Office. Terms of office shall be one year, and no member may hold the same office more than three full terms after the date of acceptance of these By-laws. The officers shall begin filling their term of office at the conclusion of the October meeting each year.



## **ARTICLE VI: COMMITTEES**

Section 1: General. –The Chair of the Board of Directors shall appoint Committee Chairpersons and Members. The Chairperson and all of the members of each committee shall hold office for one (1) year or until their successors are appointed and approved. The Chairperson of a committee shall have the power to fill any vacancies that occur on the committee for the remainder of the year. All committees of the Board of Directors shall meet at such time and place as designated by the Chairperson of the committee and as often as necessary to accomplish their duties. All meetings will be documented by a member of the committee taking minutes of such meetings. The Executive Director may participate in any committee meeting, but shall participate only in an advisory capacity. No committee, with the exception of the Executive Committee, shall have the authority to act on behalf of the Board of Directors or to bind the Board.

Section 2: Executive Committee. The Board of Directors shall appoint an Executive Committee consisting of the chair, vice-chair, secretary and treasurer, and immediate past-chair. The past-chair's term on the executive committee shall be limited to one year after stepping down from the office of chair. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors, except the power to add to, amend or repeal these By-laws. The Executive Committee will also serve as the Nominating Committee.

Section 3: Other Committees. From time to time, the chair of the Board of Directors may designate from among its members one or more standing or special committees, each of which to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. Board committees shall report briefly on their activities at each Board meeting-

## **ARTICLE VII: AMENDMENTS**

The Board may amend the By-laws by a super majority of two-thirds (2/3) vote of the Board of Directors at a regular or special meeting, provided prior written notice of such an amendment has been given ten days in advance. Any such proposed amendments should be offered at the regular meeting immediately preceding the meeting at which a vote is to be taken. No By-laws may be adopted that are in conflict with state or federal laws, specifically those which govern federally-funded Community Health Centers.

## **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The parliamentary authority of the Board shall be Roberts Rules of Order, Revised.

## **ARTICLE IX: Dissolution**

The Center may be dissolved and the plan of distribution adopted upon the two-thirds (2/3) vote of the Board of Directors. Upon such dissolution, the assets of the Center, subject to applicable statutory requirements and any regulations of any grant authority, shall be applied and distributed as follows:

- a. All liabilities and obligations of the Center shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- b. Assets held by the Center upon conditions requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c. All other assets shall be transferred to such organizations as in its judgment have purposes most closely allied to those of this Center; however, that the transferee organization or organizations shall then be qualified, tax-exempt charitable organizations under Section 501 (c) of the Internal Revenue Code or its successor provisions and that the donations shall also be deductible under Sections 170 (c), 2055 and 2522 of the Internal Revenue Code or their successor provisions.

Amended: 09/19/00, 10/15/07, 11/17/09, 12/31/09, 1/4/10, 8/20/14, 9/16/15, 2/27/18



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Chair, PureView Health Center Governing Board

5/2/18  
Date